



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



October 14, 2002

RECORDATION NO. 23361-A FILED

OCT 18 '02 5-42 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Amendment No. 2 to Railroad Equipment Lease dated as of September 20, 2002, between the following parties:

| | |
|---------|---|
| Lessee: | Pole Express 1007 St. Francis Drive Philadelphia, MS 39350 |
| Lessor: | Joseph Transportation Services, Inc. 300 Pike Street Cincinnati, OH 45202 |

Please see exhibit A for the equipment, five (5) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment No. 2 to Railroad Equipment Lease dated as of September 20, 2002 related to five (5) railcars bearing reporting marks JTSX 400104, 400119, 400117, 400125 & 400126.

Please file this as a secondary document as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 23361. The filing fee for this document in the amount of \$30.00 is included on check #20163. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500, ext. 4239.

Sincerely,

Joseph Transportation Services, Inc.

Julie M. Woodard
Documentation Coordinator

Enclosures

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MEMORANDUM OF
AMENDMENT NO. 2 TO
RAILROAD EQUIPMENT LEASE

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF AMENDMENT NO. 2 TO THE RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 2") entered into this 20th day of September, 2002, is intended to evidence the amendment dated as of September 20, 2002 (the "Amendment No. 2"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **POLE EXPRESS**, a Mississippi corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the five (5) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

FURTHER, the Memorandum of Railroad Equipment Lease (the "Memorandum of Lease") between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") on January 25, 2001, with Recordation No. 23361. This Memorandum of Lease Amendment No. 2 should receive Recordation No. 23361-A.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Amendment No. 2 on the date indicated below its signature.

LESSOR

JOSEPH TRANSPORTATION SERVICES, INC.

By: 

Title: President

Date: September 20, 2002

LESSEE

POLE EXPRESS

By: 

Title: PRESIDENT

Date: 9/23/02

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

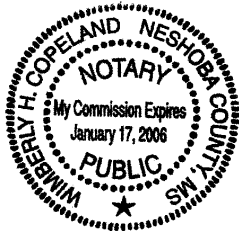
The foregoing instrument was acknowledged before me this 20th day of September, 2002, by Paul G. Jantsch, the President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Angela Denise Watts
Notary Public

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

STATE OF Mississippi)
)
COUNTY OF Neshoba) SS:

The foregoing instrument was acknowledged before me this 28rd day of September, 2002, by Randy Decker the President of Pole Express, a Mississippi corporation, on behalf of the corporation.



Winifred H. Copeland
Notary Public

EXHIBIT A

To the Memorandum of Amendment No. 2 dated September 20, 2002, between Joseph Transportation Services, Inc. and Pole Express.

DESCRIPTION OF UNITS

Five (5) railcars bearing reporting marks as follows:

JTSX 400104
JTSX 400119
JTSX 400117
JTSX 400125
JTSX 400126